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ATTORNEYS FOR DEFENDANT
APPLE INC.

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

FLATWORLD INTERACTIVES LLC

Plaintiff,

v.

APPLE INC.

Defendant.

Case No. 3:12-01956-JSW (EDL)

DECLARATION OF CYNDI WHEELER

1 I, Cyndi Wheeler, declare and state as follows:

2 1. I am Senior Patent Litigation Counsel at Apple Inc. The matters referred to in this
3 declaration are based on personal knowledge and if called as a witness I could, and would, testify
4 competently to these matters.

5 2. The law firm of Morgan, Lewis & Bockius LLP ("Morgan Lewis") has continuously
6 represented Apple Inc. since 2003.

7 3. Morgan Lewis has handled some of Apple's most sensitive legal matters relating to
8 its new products and the patents intended to protect them.

9 4. Specifically, as Apple's counsel, Morgan Lewis has prosecuted hundreds of patent
10 applications relating to, among other things, the touch-based user interface of Apple's iPhone and
11 other iOS devices, including numerous patent applications filed before the iPhone was
12 publicly demonstrated.

13 5. During the course of its representation of Apple, Morgan Lewis has received Apple
14 confidential information relating to, among other things, Apple's touch-based user interfaces for the
15 iPhone and other iOS devices, Apple's litigation strategy, and considerable confidential information
16 relating to Apple, its products, personnel and business. This confidential information was provided
17 to Morgan Lewis pursuant to its representation of Apple.

18 6. As a result of Morgan Lewis' work for Apple over the past ten years, Apple has paid
19 Morgan Lewis millions of dollars in legal fees.

20 7. At this time, Morgan Lewis continues to serve as Apple's counsel in a variety of
21 matters, including patent matters relating to the touch-based user interface used in the iPhone and
22 other iOS devices.

23 * * *

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct to the best of my knowledge and belief.

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4 Executed on May 7, 2013 at Sunnyvale, California.

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6 /s/ Cyndi Wheeler
7 Cyndi Wheeler
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